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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
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Debtors. : (Jointly Administered)
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JOINT STIPULATION AND AGREED ORDER (I) DISALLOWING
AND EXPUNGING PROOF OF CLAIM NUMBER 9190 AND (II)
COMPROMISING AND ALLOWING PROOF OF CLAIM NUMBER 16612
(METALFORMING TECHNOLOGIES, INC.)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Metalforming Technologies, Inc. ("MTI") respectfully submit this Joint Stipulation And Agreed Order (i) Disallowing And Expunging Proof Of Claim Number 9190 And (ii) Compromising And Allowing Proof Of Claim Number 16612 (Metalforming Technologies, Inc.) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 10, 2006, MTI filed proof of claim number 9190 against Delphi, asserting an unsecured non-priority claim in the amount of \$315,746.36 ("Claim 9190") arising from goods sold prior to the Petition Date.

WHEREAS, on May 22, 2007, the Debtors objected to Claim 9190 pursuant to the Debtors' Fifteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims And Untimely Tax Claim, And (D) Claims Subject To Modification, Tax Claims Subject to Modification, And Modified Claims Asserting Reclamation (Docket No. 7999) (the "Fifteenth Omnibus Claims Objection").

WHEREAS, on June 29, 2007, the Court entered the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 Disallowing And Expunging Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims And Untimely Tax Claim, And (D) Claims Subject To Modification, Tax Claims Subject

to Modification, And Modified Claims Asserting Reclamation (Docket No. 8443), which, in part, modified Claim 9190 to an unsecured claim in the amount of \$55,620.35.

WHEREAS, on June 11, 2007, MTI filed proof of claim number 16612 against Delphi, asserting an unsecured non-priority claim in the amount of \$257,482.41 arising from goods sold prior to the Petition Date ("Claim 16612" and, together with Claim 9190, the "Claims").

WHEREAS, on July 13, 2007, the Debtors objected to Claim 16612 pursuant to the Debtors' Eighteenth Omnibus Objection (Procedural) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain Duplicate Or Amended Claims (Docket No. 8616) (the "Eighteenth Omnibus Claims Objection").

WHEREAS, on August 13, 2007, MTI filed Metalforming Technologies, Inc.'s Response To Debtors' Eighteenth Omnibus Objection (Procedural) Pursuant to 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain Duplicate Or Amended Claims (Docket No. 9042) (the "Response").

WHEREAS, on February 21, 2008, to resolve the Fifteenth and Eighteenth Omnibus Claims Objections with respect to the Claims, DAS LLC and MTI entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC and MTI acknowledge and agree that Claim 9190 shall be disallowed and expunged in its entirety and Claim 16612 shall be allowed as a pre-petition, general, non-priority, unsecured claim against DAS LLC in the amount of \$99,073.23.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain

Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and MTI stipulate and agree as follows:

1. Claim 9190 shall be disallowed and expunged in its entirety.
2. Claim 16612 shall be allowed in the amount of \$99,073.23 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
3. Metalforming's Response to the Eighteenth Omnibus Claims Objection is resolved by the terms of the Settlement Agreement and this Joint Stipulation.

So Ordered in New York, New York, this 25th day of February, 2008

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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